



BANK OF BOSTON

August 6, 1987

Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

RECORDATION NO. 11767-2 Filed 1988

AUG 18 1987 -3 40 PM

Attention: Mrs. Mildred Lee, Room 2303

INTERSTATE COMMERCE COMMISSION

Gentlemen:

Release of Documents RE: Equipment Leasing Agreement between The Commonwealth Plan, Inc. (Lessor) and Southern Pacific Transportation Company (Lessee) dated May 1, 1980 Assigned to The First National Bank of Boston on May 1, 1980.

Since The Commonwealth Plan, Inc. has satisfied its obligation to The First National Bank of Boston, which was collateralized by Assignment of leased property consisting of Auto Racks, Telephone Switching System, On-highway Trucks and Trailers, and a Locomotive, The First National Bank of Boston wishes to release its security interest therein. The Master Leasing Agreement and Assignment referred to above were recorded on May 12, 1980 and given Recordation Nos. 11767 and 11767-B. Listed below are the additional documents recorded and the recording dates relative to the lease agreement.

<u>Document</u>	<u>Date</u>	<u>Recordation</u>
1. Mortgage of Personal Property	May 12, 1980	11767-A
2. Individual Leasing Record	June 25, 1980	11767-C
3. Individual Leasing Record	July 24, 1980	11767-D
4. Individual Leasing Record	August 25, 1980	11767-E
5. Individual Leasing Record	September 19, 1980	11767-F
6. Individual Leasing Record	September 26, 1980	11767-G
7. Individual Leasing Record	December 11, 1980	11767-H
8. Individual Leasing Record	June 23, 1981	11767-I
9. Individual Leasing Record	August 6, 1981	11767-J
10. Individual Leasing Record	August 20, 1981	11767-K
11. Individual Leasing Record	September 4, 1981	11767-L
12. Individual Leasing Record	September 4, 1981	11767-M
13. Mortgage of Personal Property	September 4, 1981	11767-N
14. Individual Leasing Record	September 21, 1981	11767-O
15. Individual Leasing Record	September 21, 1981	11767-P
16. Individual Leasing Record	October 1, 1981	11767-Q
17. Individual Leasing Record	October 6, 1981	11767-R
18. Individual Leasing Record	October 23, 1981	11767-S
19. Individual Leasing Record	October 23, 1981	11767-T
20. Individual Leasing Record	November 2, 1981	11767-U
21. Individual Leasing Record	November 25, 1981	11767-V
22. Individual Leasing Record	November 25, 1981	11767-W
23. Individual Leasing Record	December 17, 1981	11767-X
24. Individual Leasing Record	January 13, 1982	11767-Y



Page 2
August 6, 1987

We are enclosing the original and one (1) executed copy of this letter release and request that the proper discharge be filed. Please acknowledge your acceptance of this release.

If you require anything further, please do not hesitate to contact the undersigned.

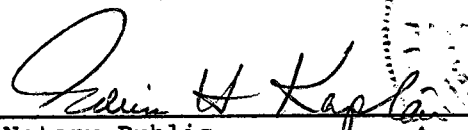
Very truly yours,

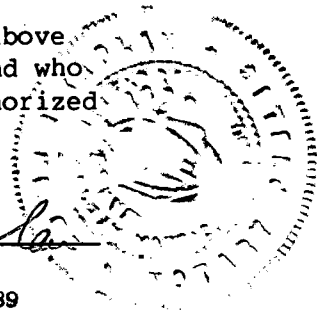

(Miss) A. Rossi
Manager

Enclosures

State of Massachusetts
County of Suffolk

On this 6th day of August 1987 before me personally appeared the above mentioned (Miss) A. Rossi to me known to be the person described in and who executed the foregoing release and acknowledged that she was duly authorized to execute the same.


Notary Public
My Commission Expires March 3, 1989



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9--312A027

THE COMMONWEALTH PLAN, INC.

2655 CAMPUS DRIVE, SAN MATEO, CALIFORNIA 94403

EXECUTIVE OFFICES

AREA CODE 415
573-1200

November 7, 1989

RECORDED BY 11767 AA
FILED 1428

NOV 8 1989 -2 55 PM

INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

Attention: Ms. Mildred Lee, Room 2303

Re: Master Leasing Agreement, dated as of May 1, 1980, by and between The Commonwealth Plan, Inc. and Southern Pacific Transportation Company.

Dear Ms. Lee:

Please find enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the following documents:

Three fully executed and notarized originals of a Bill of Sale, dated as November 1, 1989, by and between The Commonwealth Plan, Inc., as Seller, and Citicorp Railmark, Inc., as Buyer, relating to the following equipment leased by Southern Pacific Transportation Company from The Commonwealth Plan, Inc., under the above referenced Leasing Agreement:

- 248 Open Top Hopper Cars numbered SP 481150-481399, excluding SP 481300 and 481245.
- 1 Tractive Effort Booster Unit numbered SP 1600.
- 41 Double Stack Five-Unit Articulated Container Flatcars numbered SP 513302-513343.

In connection with the recording of the Bill of Sale, please note the following information:

1. Name and address of Lessor/Debtor: The Commonwealth Plan, Inc., 2655 Campus Drive, Suite 200, San Mateo, California 94403.
2. Name and address of Lessee: Southern Pacific Transportation Company, 1 Market Plaza, San Francisco, California 94015.
ENCLOSURE 20103
3. Name and address of Lender: First National Bank of Boston, 100 Federal Street, Boston, Massachusetts 02110.
88.11.28 2 1 10

Ms. Mildred Lee
Interstate Commerce Commission
November 7, 1989
Page 2

4. Previous filings with the Interstate Commerce Commission in connection herewith:

<u>Document</u>	<u>Recordation Date</u>	<u>Recordation Number</u>
Master Leasing Agreement, dated as of May 1, 1980, by and between The Commonwealth Plan, Inc., as lessor and Southern Pacific Transportation Company, as lessee.	5/6/80	11767
Assignment, dated as of May 1, 1980 by and between The Commonwealth Plan, Inc., as assignor and The First National Bank of Boston, as assignee.	5/12/80	11767-B
Individual Leasing Record, dated as of August 1, 1980, by and between The Commonwealth Plan, Inc., as lessor and Southern Pacific Transportation Company, as lessee.	8/25/80	11767-E
Individual Leasing Record, dated as of September 1, 1980, by and between The Commonwealth Plan, Inc., as lessor and Southern Pacific Transportation Company, as lessee.	9/19/80	11767-F
Individual Leasing Record, dated as of September 1, 1980, by and between The Commonwealth Plan, Inc., as lessor and Southern Pacific Transportation Company, as lessee.	9/26/80	11767-G

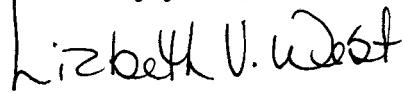
Enclosed is our check in the amount of \$15.00 to record the enclosed Bill of Sale. When the recording of this document has been completed, please endorse, with the relevant recording information, the enclosed copies provided herewith and return them in the enclosed self-addressed, stamped envelope.

If you require additional information or documentation to complete this filing, please feel free to contact me at (415) 571-8253.

Ms. Mildred Lee
Interstate Commerce Commission
November 7, 1989
Page 3

Thank you for your assistance in this matter.

Sincerely yours,

A handwritten signature in cursive script that reads "Lizbeth V. West". The signature is written in dark ink and is positioned above the printed name and title.

Lizbeth V. West
Paralegal

lvw;2
Enclosure

cc: William D. Sewall, Esq.
Curt A. Schultz, Esq.

BILL OF SALE

RECORDATION NO 11767-AA FILED 1989

NOV 8 1989 -2 55 PM

KNOW ALL MEN BY THESE PRESENTS:

INTERSTATE COMMERCE COMMISSION

That The Commonwealth Plan, Inc., a Massachusetts corporation (hereinafter called "Seller") in consideration of the sum of One Dollar (\$1) and other good and valuable consideration, the receipt whereof is hereby acknowledged, in hand paid by Citicorp Railmark, Inc. (hereinafter called "Buyer"), does hereby GRANT, BARGAIN, SELL, CONVEY, TRANSFER AND DELIVER unto Buyer on an as-is, where-is basis, without warranties of any kind whatsoever, all of its right, title and interest in the equipment described in Schedule A attached hereto.

TO HAVE AND TO HOLD the said equipment unto the Buyer, its successors and assigns forever.

IN WITNESS WHEREOF Seller has caused these presents to be executed by its duly authorized officer, and its corporate seal to be affixed this 1st day of November, 1989.

THE COMMONWEALTH PLAN, INC.,
Seller

By [Signature]
William D. Sewall
Senior Vice President-
Administration

FORM 4-1-89
11767-AA
Comesel

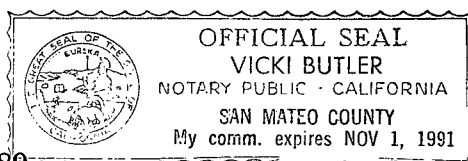
ACKNOWLEDGEMENT

STATE OF CALIFORNIA)

COUNTY OF SAN MATEO) ss.

BEFORE ME, on this day personally appeared William D. Sewall, known to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same as the act and deed of the Seller for the purposes and consideration therein expressed.

WITNESS MY HAND AND SEAL THIS 1st day of November, 1989.



[Signature]
Notary Public

2/1/CR/110289

**SCHEDULE A
TO
BILL OF SALE**

248 Open-Top Hoppers Cars numbered SP 481150 - 481399
excluding SP 481300 and 481245

1 Tractive Effort Booster Unit numbered SP 1600

41 Double Stack Five-Unit Articulated Container Flatcars numbered SP 513302 - 513343

THE COMMONWEALTH PLAN, INC.

2655 CAMPUS DRIVE, SAN MATEO, CALIFORNIA 94403

EXECUTIVE OFFICES

AREA CODE 415
573-1200

November 15, 1989

Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

RECORDATION NO. 11767-AA FILED 1423
NOV 17 1989 -11 45 AM
INTERSTATE COMMERCE COMMISSION

Attention: Ms. Mildred Lee, Room 2303

Re: Bill of Sale, dated as of November 1, 1989, executed by The Commonwealth Plan, Inc. - Recordation No. 11767-AA, Recordation Date, November 8, 1989.

Dear Ms. Lee:

Pursuant to your instructions in our telephone conversation on Friday, November 10, 1989, the purpose of this letter is to request that a correction be made to the above referenced Bill of Sale.

Schedule A to the Bill of Sale indicates that 41 Double Stack Five-Unit Container Flatcars numbered SP 513302 - 513343 were sold under the Bill of Sale. However, the precise number of Flatcars in that series is in fact 42. Please make this correction by attaching the enclosed new Schedule A to the recorded Bill of Sale.

If you have any questions regarding the contents of this letter, please feel free to call me at (415) 571-8253.

Thank you for your assistance in this matter.

Sincerely yours,

Lizabeth V. West
Lizabeth V. West
Paralegal

lvw;2
Enclosure

cc: William D. Sewall, Esq.
Curt A. Schultz, Esq.
Robert Spratt

**SCHEDULE A
TO
BILL OF SALE**

248 Open-Top Hoppers Cars numbered SP 481150 - 481399
excluding SP 481300 and 481245

1 Tractive Effort Booster Unit numbered SP 1600

42 Double Stack Five-Unit Articulated Container Flatcars numbered SP 513302 - 513343